

G.B.S. HOLDING, LLC

**CERTIFICATE OF RESOLUTION
AUTHORIZING COMMENCEMENT OF CASE**

I, George B. Sowers, Jr., as Managing Member of G.B.S. Holding, LLC, a Virginia limited liability company, hereby certify that the following is a true and correct excerpt from action taken in writing on May 31, 2011 in lieu of a meeting of the company's Board of Directors, to-wit:

WHEREAS, it appearing from the information presented to the Board of Directors that the company is eligible to file a petition under Chapter 11 of the United States Bankruptcy Code, and that, in the judgment of the Board of Directors, it is desirable and in the best interests of the company that the company file a voluntary petition for reorganization under Chapter 11,

NOW, THEREFORE, BE IT RESOLVED that George B. Sowers, Jr., the Managing Member of the company, is authorized and directed, after consultation with counsel and on behalf of G.B.S. Holding, LLC, to prepare, execute, verify, and cause to be filed an appropriate petition for reorganization under Chapter 11 of the United States Bankruptcy Code in the Richmond Division of the United States Bankruptcy Court for the Eastern District of Virginia; and it is

FURTHER RESOLVED that the Managing Member is authorized to retain and employ the law firm of DuretteCrump PLC of Richmond, Virginia, at its customary hourly rates and charges as they now exist and as they may hereafter change, to advise and represent the company on all matters relating to or arising in the Chapter 11 proceeding, including, without limitation, the preparation and filing of the voluntary petition and all lists, schedules, pleadings, and other necessary documents; and it is

FURTHER RESOLVED that George B. Sowers, Jr. is hereby designated as the company's official representative for appearances in the Chapter 11 proceeding, and he is authorized to execute and cause to be filed such documents as are necessary to effectuate such designation; and it is

FURTHER RESOLVED that George B. Sowers, Jr. is authorized to prepare, with the assistance of others where necessary, execute, and cause to be filed all schedules, lists, pleadings, and other papers, and to take any and all actions, which may be necessary or desirable in connection with the reorganization proceeding, including, without limitation, the retention of an outside accountant or accounting firm at its customary rates and charges for comparable services.

/s/ George B. Sowers, Jr.

GEORGE B. SOWERS, JR.

ATTEST:

/s/ Bruce E. Arkema
